

**Amendment to the Agreement
Between
Xspedius Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Communications, LLC (Xspedius), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add to the rates in Exhibit A of Attachment 4, the rates set forth in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference for the states of Georgia, Kentucky, Louisiana, Mississippi, South Carolina and Tennessee.
2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 6/20/06

Xspedius Communications, LLC

By: James C. Falvey

Name: James C. Falvey

Title: Sr. Vice President, Regulatory Affairs

Date: 6/15/06

COLLOCATION - Georgia												Attachment: 4		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN			
PHYSICAL COLLOCATION																	
	CFA																
	Physical Collocation - CFA Information Resend Request, per premises, per arrangement, per request			CLO	PE1C9		77.42										

COLLOCATION - Kentucky													Attachment: 4		Exhibit: A	
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	CFA															
		Physical Collocation - CFA Information Resend Request, per premises, per arrangement, per request			CLO	PE1C9		77.55								

COLLOCATION - Louisiana													Attachment: 4		Exhibit: A	
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	CFA															
		Physical Collocation - CFA Information Resend Request, per premises, per arrangement, per request						CLO	PE1C9		77.43					

COLLOCATION - Mississippi													Attachment: 4		Exhibit: A			
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																		
	CFA																	
		Physical Collocation - CFA Information Resend Request, per premises, per arrangement, per request						CLO	PE1C9		77.41							

COLLOCATION - South Carolina																		Attachment: 4	Exhibit: A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)									
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
PHYSICAL COLLOCATION																				
	CFA																			

COLLOCATION - Tennessee														Attachment: 4		Exhibit: A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First							Add'l	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	OSS Rates(\$)						
											SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
PHYSICAL COLLOCATION																	
	CFA																
	Physical Collocation - CFA Information Resend Request, per premises, per arrangement, per request			CLO	PE1C9		77.67										